

AFRICA TRAVEL ASSOCIATION

CONSTITUTION & BY-LAWS



Amended August 14, 2012

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**CONSTITUTION AND BY LAWS
OF THE
AFRICA TRAVEL ASSOCIATION**

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CONSTITUTION and BY-LAWS

PREAMBLE

ADDENDUM OF DEFINITIONS FOR WORDS AND TERMS used in the ATA CONSTITUTION & BY-LAWS:

ABSENTEE: One who is absent, or relating to one who is absent. An Absentee vote is a vote made by a person not present at a given meeting.

ADVISORY COUNCIL: Refers to the ATA International Advisory Council

ASSOCIATION: Refers to the Africa Travel Association

ATA: Stands for the Africa Travel Association

BY-LAWS: Guideline, rule or provision (law) governing the internal affairs of an Organization. (An extension or secondary law). ATA's By-laws are legal and official rules and provisions, and are considered as the extension of the Constitution.

DIRECTOR: A member of the Association elected to serve on the ATA Board of Directors.

EMPLOYEE: Refers to any full-time paid worker and consultant of the Africa Travel Association.

FINANCIAL STATEMENTS: Refers to the Association's financial reports and documents including, but not limited, to:

- The Balance Sheet
- The Income (Revenue) Statement(s) and
- The Expenditure Statement(s)

FISCAL YEAR: A 12-month period during which the Association plans to use its funds. ATA's fiscal period is January 1 through December 31 of each year.

GOOD STANDING: A member 'in good standing' will have met all Membership requirements including the payment of all membership fees.

INTER ALIA: Inter alia means 'among other things'.

MAIL VOTE: An absentee member's vote sent to the organization or committee by mail.

MEMBER: Refers to a person or an organization affiliated with the travel and tourism industry and having been accepted and approved for Membership by the Association and is in good standing in accordance with the terms and conditions of the Constitution.

OFFICER: An Officer is a member elected to serve on the ATA International Advisory Council.

PROXY: A person authorized to act for another. An agent of substitute for another person. A proxy is also the document which authorizes a person to act for another.

QUORUM: The minimum number of Officers, Directors, or members of a committee who must be present for valid transaction of Business.

ROBERT'S RULES OF ORDER: The most recognized guidebook to parliamentary procedures for conducting meetings smoothly, orderly and fairly.

CONSTITUTION

Revised 8/2012

ARTICLE I – NAME

The name of the organization shall be Africa Travel Association (ATA), hereafter referred to as the Association.

ARTICLE II – ORGANIZATION

- A. The Association is an educational, non-profit and non-political organization registered in the Commonwealth of Massachusetts, United States of America, and all regulations pertaining to such non-profit organizations apply.
- B. The business office of the Association shall be located in New York, New York, USA or at a place designated by the ATA Board of Directors.
- C. The organization structure of the Association shall include:
 - 1. The General Membership
 - 2. ATA Board of Directors
 - 3. ATA International Advisory Council
 - 4. The Chapters
 - 5. The Standing Committees
 - 6. The Advisory Committees
 - 7. ATA Council of Ministers of Tourism
 - 8. The Office of the Executive Director
- D. The policy-making function of the Association shall rest with the ATA Board of Directors.

ARTICLE III – PURPOSES

The purpose of the Association is:

- A. To promote and foster the growth, development, value and quality of travel, tourism and transport to and within the Africa continent in association with the individual African countries.
- B. To achieve greater coordination of the efforts of African Ministers of Tourism and the international travel and tourism industry.

- C. To develop and sponsor public interest in travel and tourism to and within Africa. In this regard, ATA shall serve as a major marketing force in creating and increasing the international tourism flow to African destinations.
- D. To cooperate with other organizations and associations having common interest in the travel industry, Tour and Ground Operators, Incentive Travel Organizers, Meeting and Convention Planners, Travel Agents, Airlines, Hoteliers, and all other branches of the travel and leisure industries represented in the Association.
- E. To provide a forum for the General Membership to present their respective products and services.
- F. To schedule an annual congress in Africa and provide for the various elements of the travel industry promoting tourism to Africa and to interact and exchange information.
- G. To collect, compile and publish information of interest on travel and tourism for and about Africa.
- H. To promulgate and establish a code of ethical standards and trade practices for the General Membership.
- I. To act as the agent and representative of the General Membership in general or class proceedings relative to the Association.
- J. To assist the General Membership in practical methods and techniques of marketing and promotion through trade shows, seminars and related travel industry events.
- K. To foster the continuing education of the General Membership through seminars, study tours, scholarships and other possible means.
- L. To engage in private and non-political activities in furtherance of travel and tourism for and about Africa.

ARTICLE IV – GENERAL MEMBERSHIP

- A. Membership is open to any entity or individual involved in the promotion of travel and tourism to and/or within the African continent.
- B. There shall be 6 categories of active membership, namely, Government, Corporate, Individual Supplier / Buyer, Allied, Associate and Student.
- C. All Memberships, except Honorary Members, shall pay annual membership dues as set forth by the ATA Board of Directors.
- D. The ATA Board of Directors has the authority to waive prerequisites for membership or make any alterations of the dues.

ARTICLE V – ADMISSION TO GENERAL MEMBERSHIP

Upon the recommendation of the appropriate chapter, wherever applicable, all applications for General Membership shall be submitted to the Association's International Headquarters. Memberships may be subject to acceptance and approval by vote of the ATA Board of Directors.

ARTICLE VI – GENERAL MEMBERSHIP PRIVILEGES

- A. All members of the Association, in good standing, as specified herein, are eligible to receive the services and participate in the affairs of the Association, and are entitled to the rights, honors and benefits befitting a member of the Association.
- B. With the exception of Honorary Members, any active member in good standing may be elected to the International Advisory Council and thus may serve as an Officer of the Association.
- C. With the exception of the Honorary Members, all members of the Association in good standing shall have equal voting privileges at the annual general membership meeting or by way of an absentee mail vote.

ARTICLE VII – CATEGORIES OF GENERAL MEMBERSHIP

Active members consist of:

A. GOVERNMENT MEMBERSHIP

- a) Tourism Ministries/ Government Departments/ Government Tourism Organizations

B. CORPORATE MEMBERSHIP

- a) Transportation Providers
 - i. Airlines /International and Regional Carriers/Airports
 - ii. Cruise Lines/International & Regional Passenger Sea/Ocean Carriers
 - iii. Railway Lines
 - iv. Car Rental Franchises
- b) Corporate Suppliers
 - i. Hotels/Lodges (Companies with more than 4 properties)
 - ii. Attractions
 - iii. Convention Facilities
- c) Other Corporate
 - i. Web Companies (International & National)
 - ii. Wholesalers

C. INDIVIDUAL SUPPLIER / BUYER MEMBERSHIP

- a) Individual Hotels (single unit)
- b) Tour Operators (Inbound/Outbound)
- c) Ground Operators
- d) Car Rental Franchises
- e) Travel Agencies (including online & home based)
- f) Meeting Planning and Incentive Organizing Companies

D. ALLIED MEMBERS

- a) Public Relations Firms (small-medium size enterprises)
- b) Media Organizations (small-medium size enterprises)
- c) Academic Institutions / Research Firms / NGO's
- d) Museums and Zoological Societies

E. ASSOCIATE MEMBERS

- a) Travel Agents, Consultants, Coordinators & Individual Meeting Planners and Incentive Organizers

F. SUPPORTER MEMBERS

- a) Individuals actively engaged in promoting tourism to Africa

G. STUDENT MEMBERS

- a) Those individuals enrolled in an educational institution pursuing Travel, Tourism and/or Hospitality Studies (student ID required).

H. HONORARY MEMBERS

- a) Those persons who, in the judgment of the International Board, have rendered valuable service to the Association and who no longer are eligible for membership as stipulated above may be granted Honorary Membership in the Association without voting privileges and the paying of dues.

ARTICLE VIII – TERMINATION & REINSTATEMENT OF MEMBERSHIP

- A. Any member may be automatically terminated for any of the following reasons:
 - a. Failure to pay the prescribed annual dues 90 days after the beginning of the fiscal year.
 - b. Change in status resulting from failure to qualify under the existing categories.

- c. Activities, which in the opinion of the ATA Board of Directors, would materially hinder the image and/or activities of the Association.

B. Reinstatement of Membership

- a. Any former member who lost his/her membership due to any one of the causes mentioned under A (1-3) above, may be reinstated to full membership only upon satisfying the requirements for membership.
- b. Reinstatement of membership shall be made subject to the conditions set forth by the ATA Board of Directors.

ARTICLE IX – ATA INTERNATIONAL ADVISORY COUNCIL

The International Advisory Council is the entity representing members of the Association. Council members shall serve as Ambassadors of the ATA brand and provide support with membership recruitment.

- A. The election of the International Advisory Council shall be held every two years.
- B. Members elected to the Advisory Council shall be called Officers and are entitled to vote at all Advisory Council meetings
- C. Each category of Membership shall elect biennially its representatives for the Council at the annual general meeting.
- D. The Officers shall be elected from the membership category to which they belong and not from the General Membership as a group.
- E. All eligible members who are unable to attend the annual general meeting may forward an absentee nomination/vote in a sealed envelope to the Chairperson of the Election Committee, c/o ATA International Headquarters, at least 15 days before the meeting and all such absentee ballots will be included in the count at the annual general meeting.
- F. There shall be 30 Officers elected to represent all members of the Association (with the exception of the Student and Honorary Member categories).
- G. The number of Officers elected from each category of Membership shall be as follows:

<u>Category</u>	<u>No. of Directors</u>
Governments	8
Corporate	10
Individual Suppliers / Buyer	8
Allied Members	2
Associate Members	2

- H. Except for Allied and Associate categories, it is the entity not a person that is elected to the International Advisory Council. The entity holding the seat on the International Advisory Council appoints the individual to the Council.
- I. Elected Officers may serve consecutive terms subject to their re-election by their respective category of Membership.
- J. The International Advisory Council shall meet at least once a year, which shall be held during the annual congress of the Association.
- K. Newly elected Advisory Council members (officers) must attend the Council meeting immediately following their election.
- L. Chapter Presidents shall be ex-officio members of the International Advisory Council (Without voting powers) are not eligible to serve simultaneously as elected officers of the International Advisory Council.
- M. Employees of the association are not eligible to hold any elected office.

ARTICLE X – PRESIDING OFFICER: ATA INTERNATIONAL ADVISORY COUNCIL

- A. The presiding officer of the ATA International Advisory Council shall be the President.
- B. Each year the Minister of Tourism for the Annual Congress host country shall assume the position of President at the conclusion of the congress.
- C. The role of the President shall be to:
 - a. Chair the annual meeting of the International Advisory Council and meetings of the ATA Council of Ministers during the one year term of office;
 - b. Represent the Association at International Forums when requested;
 - c. Support with membership recruitment & fundraising for the association;
 - d. And other duties which may be requested from time-to-time by the Executive Director and the ATA Board of Directors.

ARTICLE XI – ELECTION OF THE ATA BOARD OF DIRECTORS

- A. Members elected to the Board of Directors shall be called Directors
- B. The election of the ATA Board of Directors shall be held every two years.
- C. Only Directors elected in accordance with Article IX above shall qualify to serve on the Board of Directors.

- D. The newly elected International Advisory Council shall elect the members of the Board of Directors from amongst themselves before the conclusion of the congress.
- E. Elected Advisory Council Members may decline to serve on the Board of Directors or express their interest for a particular office before the election process takes place.
- F. Once elected by the Advisory Council the Board of Directors shall elect a Chair, Vice Chair, Treasurer and a Secretary.
- G. Board of Director Members elected in good standing will serve in an office for 1 term (a period of 2 years) and may present themselves for re-election.
- H. The Chairperson of the Election Committee shall communicate to the General Membership the results of the election at the congress during which the election takes place.

ARTICLE XII – ROLE OF THE ATA BOARD OF DIRECTORS

- A. The function of the Board of Directors is to oversee the current affairs of the Association and implement policy in respect to these affairs. Upon election the board shall ensure full compliance with the association's constitution and by-laws.
- B. The Board of Directors shall review and endorse as appropriate, on behalf of the general membership, the annual operating budget of the Association prior to the beginning of the fiscal year.
- C. The Board of Directors shall meet with the Executive Director at least twice a year to review work in progress.
- D. The Board of Directors is responsible for the annual review of the performance of the Executive Director.
- E. Once elected by the ATA International Advisory Council, the ATA Board of Directors shall elect a:
 - a. Chair (from the private sector).
 - i. Who shall, upon taking office, become Chair of the International Board of Directors.
 - ii. He/She shall preside at all meetings of Board of Directors, chair the Board of Directors, and perform such other duties as may, from time to time, be assigned to him/her by the Board of Directors.
- F. Vice Chair
 - a. In the absence of the Chair, the Vice Chair shall preside at all meetings of the Board of Directors.
- G. Treasurer (a United States resident)

- a. The Treasurer shall chair the Finance Committee, examine financial statements of the Association and present the annual financial statements of the Association at the Annual Board of Directors Meeting in each calendar year, and shall submit such additional reports as the Board may, from time to time, direct.

H. Secretary

- a. The Secretary shall record the minutes of the proceedings at all meetings. He/She shall present to the Board all relevant communications received in an official capacity.

I. No member shall occupy more than one title concurrently.

J. The Executive Director of the Association shall serve on the Board of Directors without vote.

ARTICLE XIII – RESIGNATION OR TERMINATION OF DIRECTORS OFFICERS

Directors and Officers shall be considered to have resigned and/or terminated their services if:

- A. They express their intention to so resign by letter to the Executive Director.
- B. They fail to attend 3 consecutive meetings without valid reason made in writing to the Executive Director. The Chair shall have the discretion to determine the merits of the case in question.
- C. Their annual dues remain unpaid for a period of 90 days from the beginning of the fiscal year.
- D. There is cause for termination of their membership in the Association as stipulated in Article VII of this Constitution.

ARTICLE XIV – VACANCIES

- A. ATA International Advisory Council – Vacancies on the International Advisory Council shall be filled by the Executive Director. Persons elected shall hold office until the next regular election of the Association. Replacements shall be limited to the same category of Membership as stipulated in Article XII.
- B. Board of Directors – Vacancies on the Board of Directors shall be filled by a two-thirds vote of the remaining members of the Board and the person or persons so elected shall hold office until the next regular election of the Association. Recommendations for replacement of Director(s) shall come from the Executive Director and shall be limited to the same category of Membership as stipulated in Article XII.

ARTICLE XV – CHAPTERS

ATA Chapters are regionally-based organized networks of travel trade professional individuals, organizations and associations promoting travel and tourism to Africa.

- A. Any ATA member may start a chapter where one does not exist.
- B. Membership shall be open to any individual engaged in promoting travel and tourism to and within Africa.
- C. Membership applications must be forwarded to ATA International Headquarters.
- D. A minimum number of paid members are required to start a Chapter.
- E. The Chapters organizing group shall constitute an "Interim Executive Committee".
- F. A chapter's Executive Officers shall include a President, 2 Vice Presidents, A Treasurer and a Secretary to be elected every 2 years.
- G. Membership dues shall be determined by and paid in full to ATA International Headquarters.
- H. ATA International Headquarters will distribute fifty percent (50%) of the membership dues received from all Allied and Associate members to the chapter to which the members belong pending good governance.
- I. Ten percent (10%) of the total membership dues received from Individual Supplier / Buyer Membership shall likewise be distributed to the chapters in the proportion that their membership bears to the overall Membership of the Association.
- J. Chapter jurisdiction is defined in consultation with ATA International Headquarters.

ARTICLE XVI – COMMITTEES

- A. The Association shall have 2 types of Committees: Standing and Advisory.
- B. Each Committee shall consist of members in good standing, and shall have only the powers specifically delegated to it under the Constitution / By-Laws.
- C. Committee members (with the exception to Finance) need not necessarily be Board members and may be drawn from the Membership at large on the basis of their experience, expertise and/or desire to be involved in Association activities at that level.
- D. The Association shall have the following Standing Committees:
 - a. FINANCE COMMITTEE
 - b. ELECTION COMMITTEE
 - c. CONSTITUTION COMMITTEE
 - d. and such other standing committees as the Board may establish.
- E. The Board of Directors shall appoint Chairs of the Standing Committees.

- F. The Association shall have the following Advisory Committees:
 - a. PROGRAM PLANNING AND DEVELOPMENT COMMITTEE
 - b. PRESS AND PUBLIC RELATIONS COMMITTEE
 - c. MEMBERSHIP COMMITTEE
 - d. COMMITTEE FOR THE ANNUAL CONGRESS
 - e. AWARDS COMMITTEE
 - f. EDUCATION AND TRAINING COMMITTEE
 - g. YOUTH COMMITTEE
 - h. and other Standing or Special Committees the Board may establish.
- G. The Executive Director shall appoint the chairs of the Advisory Committees as required.
- H. Appointments to a special committee shall terminate as provided in the resolution establishing it or, if not so provided, at the discretion of the appointing Official.
- I. A Director appointed to chair a specific committee may not simultaneously chair another committee.
- J. The Chair of a Committee is responsible to the Board of Directors or the Executive Director, as appropriate.

ARTICLE XVII – OFFICE OF THE EXECUTIVE DIRECTOR

- A. The Association shall be managed by an Executive Director who will be selected and appointed by a two-thirds vote of the International Advisory Council.
- B. The Board of Directors shall appoint a Screening Committee to help it in the selection of the Executive Director.
- C. The Executive Director shall be appointed to a minimum term of 3 years which may be extended by the Board of Directors.
- D. The Executive Director shall be provided an annual fee to cover the administrative expenses of the Association to include at least professional accounting and secretarial services.
- E. In consultation with the Treasurer, the Executive Director shall prepare an annual operating budget and submit the same to the Board of Directors for approval prior to the beginning of the fiscal year. The operating budget shall not exceed the net revenue anticipated by the Association within the period prescribed.
- F. The International Board shall conduct an annual evaluation of the Executive Director

ARTICLE XVIII – Council of Ministers

- A. There shall be an ATA Council of Ministers of Tourism. All Ministers of Tourism representing member states of the African Union are eligible for participation.
- B. Only member states whose ATA membership dues have been paid in full are eligible to vote in elections or stand for elections.
- C. The Council may establish a standing technical committee comprised of other designated government officials and other technical persons considered necessary for the conduct of the work of the ATA.
- D. The ATA Council of Ministers of Tourism shall be chaired by the ATA President and shall meet annually at the ATA Annual Congress and additional times to be determined by the President.

ARTICLE XIX--FINANCE AND OPERATING BUDGET

- A. The Association's sources of income shall include the following:
 - a. Membership dues
 - b. Funds raised or received from the annual congress and other Association activities.
 - c. Donations approved by the Board of Directors.
- B. The funds of the Association shall be maintained in a bank account(s) in the name of the Africa Travel Association.
- C. The operating budget of the Association shall be disbursed over the signatures of the Executive Director and/or the Treasurer. In the absence of the Treasurer, the signature of 1 elected officer will be required.
- D. Accordingly, the Association shall, as required, register 3 independent specimens of signatures with its Bank from the current list of the elected Officers and/or Directors.
- E. The financial records of the Association shall be prepared by an independent certified public accountant at the end of each fiscal year of the Association and audited when deemed necessary by the International Board.
- F. A financial report shall be submitted to the Board of Directors annually.

ARTICLE XX – ANNUAL GENERAL MEMBERSHIP MEETING

- A. There shall be at least 1 Annual General Meeting of the members of the Association.
- B. The Annual General Meeting of the members of the Association shall be held at a time and place to be determined by the Board of Directors.

- C. All members of the Association shall be notified by the Executive Director of such a meeting(s) by direct mail and /or email at least 90 days in advance.

ARTICLE XXI – QUORUM FOR MEETINGS

- A. Board of Directors - A minimum of 5 elected members, in good standing, present in person at the International Board of Directors' meeting shall constitute a quorum for the transaction of any business.
- B. International Advisory Council - A minimum of 13 elected members, in good standing, present in person at the International Advisory Council meeting shall constitute a quorum for the transaction of any business.
- C. Annual General Membership Meeting - Those members in good standing present in person and in attendance at the annual general meeting shall constitute a quorum for the transaction of any business. In the case of the election for the International Advisory Council and amendment(s) of the Constitution, members who are unable to attend the annual general membership meeting may participate by a mail vote.
- D. An Officer may be represented by proxy in the case of sections A and B above.

ARTICLE XXII – ROBERT'S RULES OF ORDER

Robert's Rules of Order shall be the parliamentary authority on all matters not covered by the Constitution.

ARTICLE XXIV – STATUS

No part of the earnings of the Association shall inure to the benefit of, or be distributed to its members, trustees, officers, or their private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

No substantial part of the activities of the Association shall be carrying on the propaganda, or otherwise attempting to influence legislation. The Association shall not participate in, or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office.

Notwithstanding, any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (1) by an Association/Corporation exempt from US Federal Income Tax under 501 (c)(6) of the US Internal Revenue Code of 1954 (or the corresponding provisions of any future US Internal Revenue Law).

ARTICLE XXV – AMENDMENTS AND REVISIONS

The provisions of the Constitution and By-laws may be amended by a two-thirds vote of the General Membership in accordance with Article XXI of the Constitution. All such amendments and/or revisions shall be part of the provisions of this Constitution and By-laws by reference.

BY-LAWS TO THE CONSTITUTION

ARTICLE I – GENERAL GUIDELINES FOR ASSOCIATION

COMMITTEES

- A. Committee service is strictly on a volunteer basis, with all incurred costs being the Committee members' responsibilities. All committee members are charged with the responsibility to ensure full compliance with the association's constitution and by-laws.
- B. Members shall be concerned with the projection and enhancement of the Association's image and with the interaction of the Association, other entities and the general public.
- C. A commitment to participate and complete the tasks/projects assigned is imperative. Committee work requires attendance at a minimum number of meetings each year.
- D. Attendance at scheduled meetings and conference calls is essential to the success of every Committee.
- E. The term of service on most committees shall be 2 years.
- F. All Standing Committees are required to provide a written report to International Headquarters by April 15 for reporting at the annual general membership meeting.
- G. Each committee shall annually submit to the Executive Director a schedule of its committee's financial requirements for consideration and inclusion to the operating budget of the Association no later than 60 days after the annual meeting.

ARTICLE II – ASSOCIATION COMMITTEE MANDATES

A. STANDING COMMITTEES

a. CONSTITUTION COMMITTEE shall:

- i. Periodically review the Constitution to ensure its validity and relevance to the Association.

- ii. Develop and suggest amendments and/or revisions to the Constitution as needed.
- iii. Be thoroughly familiar with the Constitution so as to advise the Membership when in question regarding appropriate issues and actions, etc.
- iv. Ensure adherence to the Constitution on the part of the Board of Directors, the Executive Director and the Membership in all Association meetings, congresses and activities.
- v. Provide a report on members' requests for amendments and/or revisions of the Constitution and recommend practical steps for their disposition. The Committee may seek legal advice as deemed appropriate.
- vi. The Chairperson of the Constitution Committee shall be an ex-officio member of the International Board of Directors and shall serve the Board and the Association as parliamentarian and in an advisory capacity.

b. ELECTION COMMITTEE shall:

- i. The Election Committee shall be comprised of one member from each of the 6 categories of Membership as described in Article X - A (1) and an observer nominated by the Executive Director of the Association.
- ii. The members shall be elected by and from the membership category to which they belong and not from the General Membership.
- iii. Each member of the Election Committee will be responsible for the following in his/her respective category:
- iv. Assembling/notifying the Caucus Group within his/her respective membership category.
- v. Explaining the election process within his/her respective group and reminding the members that in casting their ballots, their selections should represent the geographically regional diversity of the Association.
- vi. Ascertaining the willingness of selected members to serve.
- vii. Collecting all ballots within the Category.
- viii. Convening with other members of the Election Committee where ballots will be counted by category, making sure there is one ballot per member.
- ix. Submitting in writing, to the President of ATA, cc: Executive Director, the results of the elections for each category. Presenting all returned ballots in each caucus group. No ballots will be accepted unless the voting member's name is clearly printed and the ballot is signed.
- x. Accepting additional nominees at the time of election within the caucus group for each individual membership category.

c. FINANCE COMMITTEE shall:

- i. Oversee the financial affairs of the Association.
- ii. Assist the Treasurer and Executive Director in the preparation of the annual budget prior to its presentation to the Executive Committee and the International Board of Directors.
- iii. The chairperson of the Finance Committee shall be a member of the International Board of directors and consider any questions of financial policy which may be referred to it, (may do so on its own initiative) and shall report on all such matters to the Board.
- iv. Review external accounting reports, including audits as required, of the accounts, records and vouchers of the Association. Neither the committee members, the Treasurer, nor the Executive Director may be affiliated with the audit firm selected.

B. ADVISORY COMMITTEES

a. PROGRAM PLANNING and DEVELOPMENT COMMITTEE shall assist in:

- i. Defining objectives and goals for the Association's activities and develop a 5-year strategic plan for achievement in consultation with the Board of Directors.
- ii. Formulating a plan of activities on an annual basis, covering the full administrative year of the Association.
- iii. In conjunction with the Executive Director, presenting to the annual Membership a complete report of activities undertaken during the year.

b. PRESS AND PUBLIC RELATIONS COMMITTEE shall:

- i. Prepare and implement a program of publicity/public relations designed to position the Association as a leading organization within the travel industry community.
- ii. Produce promotional materials as appropriate.
- iii. Cultivate chapter news, pictures and reports of activities for publication throughout the travel and tourism industry news organizations.
- iv. In conjunction with the Executive Director, present a publicity status report at the annual congress.

c. MEMBERSHIP COMMITTEE shall assist in:

- i. Maintaining or arranging for the maintenance of an up-to-date Association membership list.

- ii. Producing and publishing a membership roster for distribution to all members.
- iii. Assessing Membership needs on a regular basis and assess whether programs meet the needs of members.
- iv. Initiating chapter formation responsibilities and procedures as required.
- v. Providing guidance and support for the formation of chapters.
- vi. Developing policies and procedures for the formation and establishment of chapters.

d. COMMITTEE FOR THE ANNUAL CONGRESS shall:

- i. Make recommendations of times and places for the annual congress so as to allow a site inspection at least 12 months before the scheduled congress.
- ii. Assist in communicating with respective contacts of countries selected as venues (i.e., Host Committee Chairperson, etc.).
- iii. Coordinate Host Country responsibilities (see Appendix A).
- iv. Facilitate the congress Site Inspection Team, which shall consist of at least the following: 1 member of the Executive Director's staff, 1 chapter member, and 1 Board member.
- v. Assist with establishing registration requirements and fee structures for the annual congress.
- vi. Periodically review the annual congress format and schedule.
- vii. Undertake post-congress evaluation and assessment to determine the level of performance.
- viii. In addition, the Chairman of this Committee will participate in the annual formal evaluation of the performance of the Executive Director and the Association's progress against the Strategic Plan.

e. AWARDS COMMITTEE shall assist with:

- i. Determining what awards will be given annually.
- ii. Soliciting nominations on behalf of the General Membership.
- iii. Assisting in the selection of the types of awards, e.g. plaque, certificate, trophy, etc.

f. EDUCATION & TRAINING COMMITTEE shall:

- i. Assess the education and training needs of the Association on a regular basis and evaluate whether programs meet the needs of members professional growth and development.
 - ii. Initiate education and training guidelines and procedures as required.
 - iii. Work in tandem with the Membership and annual congress committee to disseminate news and information about the Association's education and training opportunities with regard to the travel and tourism industry of Africa.
 - iv. The committee chairperson shall present an education and training status report at the annual congress.
- g. YOUTH ADVISORY COMMITTEE shall:
 - i. Assist the Association in attracting young people interested in travel and students who are enrolled in institutions that train future travel and tourism leaders.

ARTICLE III – DUTIES OF THE EXECUTIVE DIRECTOR

The Executive Director shall inter alia:

- A. Implement and execute the policies of the Board of Directors.
- B. Execute and manage the day-to-day activities of the Association.
- C. Initiate and implement programs and activities in accordance with the aims and purposes of the Association.
- D. Execute the approved operating budget to ensure solvency of the Association.
- E. Assist the Secretary of the Association in the recording of minutes of all meetings of the International Board of Directors and the Advisory Council.
- F. Report to the International Board of Directors.
- G. Assist the Chair of the Election Committee at the appropriate time, by developing a separate ballot for each category of Membership, together with a list of current paid members for that particular category, and mailing 60 days prior to elections to all current paid members of that respective category.
- H. Notwithstanding anything herein specified to the contrary, the Executive Director shall have access to the banking accounts of the Association in order to facilitate the day-to-day working of the Association and render regular accounts of all funds received and disbursed to the Treasurer and, if so required, to the International Board.

- I. Submit an annual written report to the General Membership on the activities of the Association. Such an annual report will have been presented to the Board for endorsement.
- J. Manage advisory committees.
- K. Ensure that the Association complies with all US federal, state and local tax requirements.
- L. Have the custody of all financial records, correspondence, minutes, reports, resolutions, copies of the Constitution and the Corporate Seal of the Association.

ARTICLE IV – CHAPTER RESPONSIBILITIES

To receive financial support, Chapters must:

- A. Convene a minimum number of meetings a year.
- B. Maintain a bank account in the name of the Africa Travel Association (chapter name) and submit annual financial statements to ATA International Headquarters.
- C. Present a report orally to ATA at the annual general meeting and submit a written report to ATA Headquarters no later than April 15 of each year.
- D. Organize and operate exclusively for purposes described in Section 501(c) (6) of the US Internal Revenue Code (US Chapters).
- E. Sign a contract with ATA International Headquarters which sets forth these and other provisions (renewable annually).

APPENDIX A

Host Country Responsibilities

- A. Establish Host Committee, including public, private, and non-profit sector representation, under the leadership of the Minister of the Department or Ministry responsible for Tourism, the Environment and/or Culture.
- B. Appoint one individual as the Chair of the Host Committee, who will serve both as a member of the Host Planning Committee and as the main contact person for ATA Headquarters in New York (ATA Headquarters).
- C. Participate in pre-Congress promotional activities by:
 - a. Sponsoring a gala dinner at prior ATA Annual Congress (May).
 - b. Advertising in trade publications (optional / highly encouraged).
 - i. ATA Headquarters will assist by identifying media sponsors.
 - c. Participating in a promotional "Road Show in the U.S." in a minimum of three cities organized by ATA headquarters three to four months prior to Congress.
 - i. The Host Country will be responsible for covering delegation travel and accommodation costs, as well as costs for two accompanying ATA Headquarters members.
 - ii. US-based ATA Chapters will solicit participation in related events.
 - iii. Additional (more than 3) city "Road Show" cost \$8,000.00 per city.
 - d. Issue and facilitate invitations to African countries' Heads of State to participate in ATA's Annual Africa Presidential Forum in New York, in parallel to the United Nations General Assembly Meeting in September, at a venue organized by ATA Headquarters.
 - i. The Forum aims to promote African countries' tourism attractions, investment opportunities, and to spread positive news on Africa.
 - e. Providing ATA Headquarters with a sufficient supply of the Host Country's tourism and investment promotional materials to be distributed prior to Congress.
 - f. Host Country is welcome to distribute its promotional materials at all international trade shows at which ATA will have a booth immediately upon agreement to host the Congress until the commencement of the Congress.
- D. Host ATA Site Inspection Committee (five persons)
 - a. Provide round trip (RT) air transportation from respective destinations in the U.S., Africa, Asia or Europe.
 - b. Provide hotel accommodations and meals.
 - c. Provide ground transportation and English speaking guide for duration of the on-site visit.

- d. Provide a brief tour of country's tourism attractions, including a walk through of Host Country day activities.
- e. Give input for desired Congress program.
- f. Organize a press conference with local media to announce the Congress and provide media representatives with Q & A opportunities on ATA's objectives.



E. Develop, implement and facilitate the following Host Committee responsibilities:

- a. At airport coordinate:
 - i. Arrivals and departures of all delegates.
 - ii. Timely clearance of immigration and customs.
 - iii. Porters for baggage handling.
 - iv. Welcome banner and information table to be staffed for minimum of two days prior to, during, and at the conclusion of Congress, to assist Congress delegates.
- b. Facilitate introduction to an official at country's US Embassy, Consulate or UN Mission (preferably in New York), who will serve as a liaison to assist with all pre-visa matters for Congress delegates.
- c. Send letters of invitation from the Minister responsible for the Congress, to Ministers of Tourism, Environment and/or Culture of other African countries and the Commissioner, Infrastructure and Energy of the African Union and actively encourage regional and continental participation.
- d. Assist with introductions to and negotiations with airline carriers for Congress official airline.
 - i. Reconfirm airline departures for all delegates.
- e. Assist with negotiating and securing a block of hotel rooms for Congress delegates at a discounted rate, ranging from \$50 (budget), \$100 (quality) & \$125 (luxury) per room/night (including breakfast, taxes and service charges).
 - i. Select Congress Hotel(s) and:
 - 1. Negotiate hotel and function rates (see E.e).
 - 2. Provide check-in and checkout procedures for all delegates.
 - 3. Provide welcome banner.
- f. Host opening ceremony and provide rooms and coffee breaks for Congress daily meetings.
- g. During the Congress, the Host Country will:
 - i. Provide assistance required for Congress Secretariat.
 - ii. Provide administrative assistance and equipment usage at Registration site / Secretariat office, including a computer and printer and access to a photo copy machine.
 - iii. Provide registration kits, including Congress Delegate Bag (manufactured using local materials).



1. ATA Headquarters will provide the final program (with input and approval from Host Committee) while Host Country will be responsible for printing program locally.
- iv. Provide translation services (oral and written), as required, with a minimum of French and English.
- v. Provide a photographer to cover all meetings and activities (opening and closing ceremonies, plenaries, workshops and sessions, evening events, marketplace and the like) and present ATA representatives at the end of each day for the duration of the Congress with a CD of photographs of the day's events for its sole use and distribution.
- vi. Provide Host Country Day activities for all delegates, including lunch and closing dinner.
- vii. Provide appropriate protocol for visiting dignitaries, including vehicles as determined by host country.
- viii. Host ten international (North America, Europe, Asia and Middle East) and ten African travel trade and related press representatives, including air transportation, accommodation, board and ground transport, which will be recommended by ATA Headquarters to the Host Committee. The Host Committee will also designate local media to cover the Congress.
 1. Host Committee is encouraged to offer travel press pre and / or post Congress tours.
- ix. Provide round trip air, accommodation and meals for a minimum of five ATA staff members at the Congress hotel where the ATA Secretariat will be located.
- x. Avail two cars for ATA Executive Director and Secretariat Staff for duration of stay.
- xi. Provide ground transportation for all Congress delegates to and from airport and to and from all official functions.
- xii. Provide appropriate security for Congress delegates, including at entrance of all events, in order to ensure that only registered Congress delegates have access to sponsored events.
- xiii. Host welcome dinner and assist with securing local sponsors for lunches and dinners.
- xiv. Provide ATA Headquarters with a list of Host Country's registered tour operators, and/or suggested tour operators.
- xv. Following the precedent set at the 35th Annual Congress in The Gambia, the Host Country is encouraged to provide the opportunity for delegates to take part in a tree planting ceremony as well as facilitate the planting of 2000 trees during the year of the Congress to promote "green" tourism and facilitate a carbon neutral Congress.
- h. During the Congress, ATA Headquarters will:
 - i. Manage registration process
 - ii. Print delegate badges, with host country security input.

i. The Young Professionals Forum (YPF) (*Highly Encouraged*)

- i. Host Country will facilitate essay contest for local youth and/or students of travel and tourism/hospitality schools and select ten young delegates to attend the Congress and participate in Young Professionals Forum (YPF).



- ii. ATA Headquarters will provide twenty complimentary registration passes for YPF members.

1. Ten for host country YPF members.
2. Ten for international YPF delegates.

- iii. Host Country will provide five double rooms for ten YPF members at the Congress hotel.

F. Organizing / Promotional Fee

- G. ATA International Headquarters requires an organizing and promotional fee from the Host Country, to subsidize costs of organizing the congress, the Roadshow, ATA's Annual Africa Presidential Forum on Tourism, as well as costs related to promotional materials, office and miscellaneous expenses prior to the congress.

H. ATA Membership

- a. Membership dues to ATA must be paid up for at least two years prior to the Congress.

APPENDIX B**AFRICA TRAVEL ASSOCIATION
CHRONOLOGY OF REVISIONS & AMENDMENTS TO THE CONSTITUTION**

Date Amended	Article/Section Amended	Subject
Dec 6, 1988	Article VIII	Termination & Re-instatement of Membership
Dec 6, 1988	Article XIX (F)	Finance & Operating Budget
	Article V	Admission to Membership
	Article XI	Int'l Board of Directors
	Article XII Sec.2	Election of Directors & Officers
May 20-24, 2001	All Articles of the Constitution	<ul style="list-style-type: none"> Entire Constitution revised by the Advisory Committee and recommended for approval of the Amendments by the Board. New Section added: By-laws introduced for the first time as part of the Constitution
Aug 20-2001	Amended as per Board decision of May 20/24, 2001	Amended Constitution & By-laws, and mailed same to all Board Members for final approval
April 28-2002	Amended Constitution and By-laws as approved by the Board	Presented to all ATA General Membership for ratification at ATA 27 th Annual Congress Conakry, Guinea.
May 2, 2002	Revised Constitution, By-laws & Appendix A-D	Amended and Ratified by the General Membership at the Congress in Conakry, Guinea.
May 2007	Restructure and edit of Constitution & By-laws & Appendices	Int'l Board of Directors at ATA 32 nd Annual Congress, Addis Ababa, Ethiopia
May 2008	Restructure and edit of Constitution & By-laws & Appendices	Presented to all ATA General Membership for ratification at ATA 33 rd Annual Congress Arusha, Tanzania

END